

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  
THE ULTIMATE LIVING GROUP, LLC,  
Debtor.

Chapter 7  
Case No. 07-cv-00161-JJF

**FIRST AND FINAL FEE APPLICATION OF FLASTER/GREENBERG P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO DEBTOR  
FOR THE PERIOD FROM OCTOBER 18, 2004 THROUGH MAY 31, 2005**

*Name of Applicant:* Flaster/Greenberg P.C.

*Authorized to Provide Professional  
Services to:* The Ultimate Living Group, LLC

*Date of Retention:* Nunc Pro Tunc as of October 18, 2004

*Period for which Compensation  
And Reimbursement is Sought:* October 18, 2004 through May 31, 2005

*Amount of Compensation Sought  
as Actual, Reasonable, and Necessary:* \$15,000.00\*

*Amount of Expense  
Reimbursement Sought as Actual,  
Reasonable, and Necessary:* \$0.00\*

This is a: \_\_\_\_\_ Interim \_\_\_\_\_ X \_\_\_\_\_ Final Application

---

\* Although this Application represents \$33,124.50 for compensation and \$1,968.19 in expenses of Flaster/Greenberg P.C. described herein, Flaster/Greenberg has agreed to accept a lesser amount in full satisfaction of this matter as provided in greater detail below.

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

THE ULTIMATE LIVING GROUP, LLC,

Debtor.

Chapter 7

Case No. 07-cv-00161-JJF

**FIRST AND FINAL FEE APPLICATION OF FLASTER/GREENBERG P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO DEBTOR  
FOR THE PERIOD FROM OCTOBER 18, 2004 THROUGH MAY 31, 2005**

Pursuant to Sections 330 and 331 of Title 11, United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), Flaster/Greenberg P.C. ("FG") makes this First and Final Fee Application for Compensation and Reimbursement of Expenses (the "Fee Application") requesting payment for services rendered and reimbursement of costs expended as Counsel to The Ultimate Living Group, LLC in the bankruptcy proceeding for the first and final period of October 18, 2004 through and including May 31, 2005 (the "Application Period").

**BACKGROUND**

1. On October 18, 2004 (the "Petition Date"), the Debtor filed with this Court its voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. On October 26, 2004, the Application to Employ FG as Trustee's counsel, nunc pro tunc as of Petition Date, was approved by the Court. As disclosed in the Application to Employ, FG was given a \$30,000 retainer in connection with this case (the "Retainer"). As of the date hereof, FG is still holding the Retainer.

3. On May 31, 2005, this case was converted to a case under Chapter 7. On that same day, Alfred T. Giuliano was appointed by the Office of the United States Trustee (the "UST") to be the Chapter 7 Trustee (the "Trustee").

4. FG submits this Fee Application pursuant to Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and Del. Bankr. LR 2016-2. By this Fee Application, FG requests final allowance of compensation for actual and necessary professional services rendered in the amount of \$15,000.00 for the Application Period, and reimbursement of reasonable and necessary expenses incurred in the amount of \$0.00.

5. The total number of hours expended by FG professionals and paraprofessionals in performing professional services for the Debtor during the Application Period was 176.40 hours. The value of FG's services preformed during the Application Period was \$33,124.50 and the value of reimbursable expenses was \$1,968.18. The value of these services has been computed at the rates FG customarily charges for similar services provided other clients.

6. The value of services rendered and expenses incurred by FG in this matter exceed the Retainer. Nevertheless, the Trustee and the UST have approached FG and requested that FG make an accommodation to resolve potential objections to this Application. FG has agreed to make this accommodation. Accordingly FG seeks allowance of only \$15,000 in full satisfaction of this Application. By approval of this Application, FG seeks to apply \$15,000 of the Retainer and return the remainder to the Trustee.

7. All services for which compensation is requested by FG were performed on behalf of the Debtor and for no other party in interest.

8. A detailed chronological itemization of the services rendered by each attorney and paraprofessional (calculated by tenths of an hour) during the Application Period is attached hereto as Exhibit A.

9. In accordance with Del. Bankr. LR 2016-2, a summary schedule of hours and fees for each attorney and paraprofessional and a chronological list of hours and fees categorized by project code are set forth in Exhibit B of this Fee Application.

10. FG submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of 11 U.S.C. § 330.

11. The undersigned submits that this Fee Application complies with Del. Bankr. LR 2016-2.

12. No agreement or understanding exists between FG and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with this case.

**WHEREFORE**, FG respectfully requests that this Court: (i) approve this Fee Application for services rendered and costs incurred during the Application Period; (ii) enter any other and further relief as the Court deems proper and just.

**FLASTER/GREENBERG P.C.**

Dated:

10/24/07

By:

  
WILLIAM J. BURNETT, ESQUIRE (ID No. 4078)  
913 Market Street, Suite 1001  
Wilmington, Delaware 19801  
Telephone (302) 351-1910  
Facsimile (302) 351-1919

*Counsel for The Ultimate Living Group, LLC*

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

THE ULTIMATE LIVING GROUP, LLC,

Debtor.

Chapter 7

Case No. 07-cv-00161-JJF

**ORDER APPROVING FIRST AND FINAL FEE APPLICATION  
OF FLASTER/GREENBERG P.C.**

Upon the First and Final Fee Application of Flaster/Greenberg, P.C., Counsel to The Ultimate Living Group, for Compensation and Reimbursement of Expenses for the First and Final Period of October 18, 2004 through May 31, 2005 (the "Application"); the Court having reviewed the Application and the Court having determined that the legal and factual basis set forth in the Application establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Flaster/Greenberg is hereby authorized and directed to apply \$15,000 of the Retainer in full satisfaction of this Application.
3. The fees requested are hereby APPROVED and such approval shall become final at the time that this Court approves the Trustee's Final Accounting in this case.
4. FG shall promptly return the remaining \$15,000 of the Retainer to the Trustee.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Honorable Joseph J. Farnan, Jr.  
United States District Court Judge

## Exhibit “A”



1810 Chapel Avenue West  
Cherry Hill, New Jersey 08002-4609  
Telephone: (856) 661-1900  
Facsimile: (856) 661-1919  
EIN: 221913711

## INVOICE

The Ultimate Living Group, LLC  
 Attn: John R. Lassiter, President and CEO  
 Once Commerce Center  
 1201 N. Orange Street, Suite 750  
 Wilmington, DE 19801

April 25, 2005  
 Client Number T0317  
 Billing Atty James Huggett  
 Invoice Number 57757

MATTER RECAP #/Description	Prior Balance	New Fees & Costs	Payments & Adjustments	New Interest	New Balance
T0317.0010: Chapter 11 Bankruptcy	\$0.00	\$35,092.69	\$0.00	\$0.00	\$35,092.69
<b>TOTAL NEW BALANCE</b>	<b>\$0.00</b>	<b>\$35,092.69</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$35,092.69</b>
<b>TRUST BALANCE</b>					<b>30,000.00</b>

## ACCOUNT AGING SUMMARY

Current	Over 30	Over 60	Over 90	Total
\$35,092.69	\$0.00	\$0.00	\$0.00	\$35,092.69

April 25, 2005  
 Bill Number 57757

Page 2

The Ultimate Living Group, LLC

**Through April 30, 2005**

RE: Chapter 11 Bankruptcy  
 File Number: T0317.0010

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/12/04	JEH	all preparation work for chapter 11 filing - multiple calls from client (1.6), budgeting, plan matters, drafting of petition, resolutions, creditor listing, information required by U.S. Trustee's office immediately and shortly thereafter, schedules and SOFA, interim compensation procedures motion, corresp. from and to client re: tax returns, wage payments, insurance, funds held in escrow for customers, Worldspan litigation, and myriad other issues worked most of day on case	7.00
10/14/04	JEH	corresp. with client re: his conferences with J. Toth at PNC re: release of escrowed funds	0.20
10/15/04	DXD	Prepare chapter 11 voluntary petition	2.50
10/15/04	DXD	Prepare creditor matrix for chapter 11 voluntary petition	1.30
10/15/04	DXD	Prepare resolution of the board of directors for chapter 11 voluntary petition	1.00
10/15/04	JEH	meeting with V. Varrasse in Wilmington re: open assignments and status of case - first day pleadings, schedules, SOFA, notice of 341 meeting, initial monthly operating reports, things to get to UST as soon as possible, etc.	0.40
10/16/04	ERD	Discussion with Jim Hugget regarding procedural, operational issues.	0.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 3

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/18/04	DXD	Finalize for filing the chapter 11 voluntary petition and creditors matrix; e-file petition and attachments; coordinate service; coordinate service; dock et key pleading and calendar critical dates	1.00
10/18/04	JEH	all preparation work respecting filing of petition and early-stage pleadings - petition (0.2), resolutions (0.3), schedules and SOFA (1.7), creditor listings (0.5), Flaster retention application (0.9), motion for administrative order re: professionals (1.3), etc.	4.90
10/19/04	JJS	Spoke with Denise DeSantis regarding filing matter.	0.20
10/19/04	JJS	Spoke with Jim Huggett regarding new emergent matter. Researched and analyzed law in Delaware and Pennsylvania (Delaware County) and federal law regarding attachment of bank account funds. Began drafting memo on the effect of automatic stay and levying bank accounts, and whether bank accounts are property of the estate.	3.50
10/19/04	JEH	call from M. Harrison at US Trustee's office re: details of case, follow up with J. Lassiter re: substance of conversation and DE requirements re: agendas, first-day hearings if necessary, pleadings binders, etc.	0.30
10/19/04	JEH	call from and to P. Kirchner, call to A. Terrell re: financing and 30-day extension of time to answer complaint on note/debt, corresp. to and from P. Kirchner, draft and finalize letter to A. Terrell	0.20
10/19/04	JEH	corresp. with client and calls with, letters to PNC Bank re: garnishment writ, etc.	1.00
10/19/04	JEH	meeting with VEV re: all immediate assignments in case	0.80

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 4

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/19/04	SMI	Discussion with Victoria Varrasse concerning conducting a corporate status search of The Ultimate Living Group, LLC; Conduct a corporate status search of The Ultimate Living Group, LLC in Delaware; E-mail to Victoria Varrasse concerning results of corporate status search.	0.40
10/19/04	VEV	Meeting w/ James E. Huggett re Chapter 11 filing, background facts and issues, DE procedure; discussions re PNC administrative freeze on accounts; need to draft Corporate Resolution re LLC authority; need to perform corporate search re good standing, valid corp, registered agent info; need to call client for all corporate governance documents, LLC agreement, Charter information, bylaws etc; need to draft letter re US Trustee requirements, DIP accounts, certif of insurance etc; need to draft retention application, interim compensation procedures motion; need to obtain and review World Span docket in District court; review letter sent to PNC from James E. Huggett re immediate release of frozen funds; telephone calls to client re required documents; discussions w/ Denise DeSantis re docket for Worldspan, review docket; telephone call to Suzanne M. Irwin re corporate search; telephone call to PNC re status of funds to be released; diary critical dates; review corporate search findings.	6.40
10/20/04	ERD	Brief analysis regarding Section 362/administrative freeze issue for Jim Huggett.	0.50
10/20/04	ERD	Discussion with Jim Hugget regarding administrative freeze issue.	0.20
10/20/04	ERD	Review demand for release of administrative freeze.	0.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 5

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/20/04	JJS	Continued research and analysis of law in Delaware and Pennsylvania (Delaware County) and federal law regarding attachment of bank account funds. Drafted memo on the effect of automatic stay and levying bank accounts and whether bank accounts are property of the estate.	5.40
10/20/04	JJS	Spoke with Jim Huggett regarding levying procedures in federal court.	0.40
10/20/04	JEH	draft demand letter to PNC	1.00
10/20/04	JEH	meeting with K. Goodkind re: details and procedure for emergency motion and complaint	0.20
10/20/04	JEH	meeting with J. Shrum re: details and procedure for emergency motion and complaint	0.40
10/20/04	JEH	review J. Shrum memo on applicability of the automatic stay, DE state-law issues, property of the estate, etc.	2.00
10/20/04	JEH	discussion with E.R. Dressel re: applicability of stay to PNC administrative freeze	0.50
10/20/04	KSG	Review, revise letter to PNC re: release of funds subject to Worldspan writ.	0.20
10/20/04	SMI	Discussion with Victoria Varrasse concerning The Ultimate Living Group, LLC. and the Company's corporate status in Delaware.	0.40
10/21/04	DXD	Prepare memorandum to PNC bank regarding notice of chapter 11 filing and disposition of funds in the Worldspan matter	0.40
10/21/04	ERD	Discussion with Victoria Varrasse regarding various first day pleadings/submissions.	0.40
10/21/04	KSG	Conf. JEH re: litigation strategy and options re: PNC freezing of funds per Worldspan writ.	0.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 6

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/21/04	VEV	Discussions w/ client re corporate search issues re forfeit of company name, registered agent resigned apparently due to unpaid dues, fees, taxes etc; discussions re documentation needs to be forthcoming ASAP in accordance with local rules re need to file required docs w/ 15 days; need to reach out for Rick Russo again re frozen funds to be released; review revise retention application, interim compensation motion, corporate resolution; draft letter to client re US Trustee guidelines required documentation, 13 week cash forecasts, certif. of insurance, tax returns etc; need to effectuate proper service re creditors are all foreign corporations, coordinate with Denise DeSantis re service.	3.50
10/22/04	VEV	Detailed e-mails to and telephone calls to and from John Lasiter re attached copy of letter and status report re PNC; Telephone calls to Rick Russo, and Jack Toth, Deposit Operations, Account Services, PNC Bank re frozen funds.	1.00
10/22/04	VEV	Discussions w/ James E. Huggett re registered agent resigned, client unaware, also unaware re name was forfeited through the state for failure to pay taxes & LLC fees; possibly need to file Certificate of Revival from Forfeiture to get the company back in good standing--pay back fees/taxes etc; telephone calls to and from client re status of documents to be provided by client, status as to bank account funds.	0.80
10/24/04	JJS	Drafted and prepared Complaint, Order to Show Cause and supplemental moving papers for court filing against PNC Bank, seeking to release funds pledged in connection with improper levy.	5.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 7

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/25/04	DXD	Prepare the notice of commencement of chapter 11 bankruptcy case, meeting of creditors and fixing of certain dates; prepare certificate of service and service list	1.50
10/25/04	DXD	Prepare critical dates chart for administration of case	0.20
10/25/04	DXD	Prepare the certificate of service for the chapter 11 voluntary petition; prepare service list	0.50
10/25/04	DXD	Finalize for filing the certificate of service for the chapter 11 voluntary petition; e-file certificate and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
10/25/04	JJS	Finalized draft of Complaint and Order to Show Cause why PNC Bank should not be compelled to release certain business and personal account funds, which are improperly held through Delaware judgment.	1.90
10/25/04	VEV	Numerous telephone calls to and from Rick Russo and Jack Toth, re forwarded the information to PNC's counsel (Joel Gold) and was doing everything they could to expedite the release, discussions w/ John Lassiter reiterating importance that funds be voluntarily released and file court papers as a last resort etc	1.20
10/26/04	DXD	Finalize for filing the application to approve retention of Flaster/Greenberg P.C. as counsel to debtor; e-file application and attachments; coordinate service; docket key pleadings and calendar critical dates	0.50
10/26/04	DXD	Finalize for filing the motion for an administrative order establishing procedures for interim monthly compensation of professionals; e-file motion and attachments; coordinate service; docket key pleading and calendar critical dates	0.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 8

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/26/04	DXD	Review court docket report in the district court matter regarding Worldspan, LP; review and docket key pleadings; prepare pleadings binder; calendar critical dates	2.00
10/26/04	JEH	meeting with V. Varasse re: catch-up on various matters - UST operating guidelines, letters regarding corporate governance and tax returns and related documents, etc.	0.50
10/26/04	VEV	Numerous telephone calls to and from PNC bank's Jack Toth, Rick Russo, and Joel Gold, Esquire re demand for immediate release of frozen funds; numerous telephone calls to and from client re same; discussions w/ James E. Huggett re retention application, letter to client enclosing US Trustee Guidelines, Motion to approve interim Compensation application; Corporate resolutions; Letter to debtor re 341 meeting and tax returns; follow up telephone calls to and from client re PNC will not release the funds without an order from the court directing PNC to do so; Discussions w/ James E. Huggett regarding timing of filing of motion, need motion filed on emergency basis; discussions w/ James E. Huggett re Collateralization Agreement required from US Trustee, need to contact client and PNC re same; need to send corporate resolution draft to client for review; discussions w/ Denise DeSantis re need to file retention application and interim compensation motion.	2.70
10/27/04	VEV	Telephone calls to and from Arthur Shift re prebankruptcy issues, worldspan litigation, receipt of any documentation re judgment, issues re registered agent etc; telephone calls to and from John Lassiter re status, need corporate governance documents and all other documentation requested by the Trustee.	1.40

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 9

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
10/27/04	VEV	Numerous e-mails to John Lassiter re receipt of request for documentation needed to move forward with case; request for corporate governance documents as well as tax returns, insurance certificates, cash forecast, schedule information etc.	0.60
10/28/04	DXD	Coordinate docketing and filing of pleadings; review and update court docket report, maintain calendar and service lists	1.50
10/28/04	DXD	Receive and review various documents, correspondence, telephone messages and communications via e-mail; summarize and organize same for files	1.00
10/28/04	MKD	discussion with client regarding documents being forwarded for review and to fill out	0.20
10/28/04	MKD	prepared draft of petition, e-mailed to debtor to fill out	0.20
10/29/04	VEV	Telephone calls to and from John Lassiter re documentation, information needed, discussions w/ James E. Huggett re Motion to release funds, need court date, e-mails to and from client re France address to fed ex information.	1.30
11/01/04	DXD	Finalize for filing the notice of hearing date and objection deadline regarding motion establishing procedures for interim monthly compensation of professionals; e-file notice and attachments; coordinate service; docket key pleading and calendar critical dates	0.60
11/01/04	DXD	Finalize for filing the notice of hearing date and objection deadline regarding application to approve the retention of Flaster/Greenberg P.C. as counsel to the debtor; e-file notice and attachments; coordinate service; docket key pleading and calendar critical dates	0.60

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 10

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/01/04	DXD	Finalize for filing the notice of commencement of chapter 11 bankruptcy case, meeting of creditors and fixing of certain dates; e-file notice and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
11/01/04	DXD	Finalize for filing the motion for entry of order granting an extension until November 12, 2004 to file schedules and statement of financial affairs; e-file motion and attachments; coordinate service; docket key pleading and calendar critical dates	0.60
11/01/04	JEH	draft motion for extension of time to file schedules and statement of financial affairs	0.50
11/01/04	MKD	call to Mr. Lassiter regarding schedules that were forwarded to him to fill out - he advised we should have them back by Weds.	0.10
11/01/04	VEV	Numerous telephone calls and e-mails to client re required documentation, various items needed to submit to US Trustees office etc; receipt of CEO Ledger, Monthly Payroll details with a total of taxes and monthly payroll statements under the French system, organizational chart; discussions w/ James E. Huggett re same.	1.50
11/02/04	DXD	Coordinate docketing and filing of pleadings; review and update court docket report; receive and review correspondence; maintain calendar and service lists	0.40
11/02/04	JEH	working with all office staff on multiple documents provided by Debtor for early-stage pleadings and operating reports, documents provided by client	1.30
11/02/04	JEH	calls with and corresp. to R. Russo at PNC Bank re: funds release	0.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 11

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/02/04	VEV	Discussions w/ James E. Huggett, review information received from John Lassiter re cash flow predictions, spreadsheet analysis, worksheets etc.	0.80
11/04/04	JEH	dealing with J. Curry and V. Varrasse re: preparation of various documents provided by client re: business plan and operations	0.40
11/04/04	JEH	dealing with S. Irwin re: corporate status, formation documents, service issues, registered agent, etc. - conference call with her and VEV	1.00
11/04/04	MKD	call to John Lassiter regarding the schedules - Left message	0.10
11/04/04	SMI	Discussion with Jim Huggett concerning The Ultimate Living Group, LLC's registered agent and registered office in Delaware; Research Delaware's database to determine registered office information in Delaware;	1.40
11/05/04	DXD	Prepare the agenda for matters scheduled for hearing on 11/8/04; prepare certificate of service and service list	0.90
11/05/04	DXD	Finalize for filing the agenda for matters scheduled for hearing on 11/8/04; e-file agenda and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
11/05/04	JEH	confusing message from chambers - possible status conference, unknown who called it, follow up with DD and calls to chambers re: same	0.20
11/08/04	DXD	Review and revise the motion for entry of order vacating default judgment and resulting writ of execution	0.40
11/08/04	DXD	Prepare summons and notice of pretrial conference in the Worldspan adversary proceeding; prepare certificate of service and service list	0.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
Bill Number 57757

Page 12

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/08/04	DXD	Prepare notice of commencement of voluntary case in the Worldspan district court civil action; prepare certificate of service and service list	0.70
11/08/04	DXD	Finalize for filing the complaint to avoid and recover transfer against Worldspan; finalize exhibits; e-file complaint and attachments; docket key pleading and calendar critical dates	0.70
11/08/04	DXD	Coordinate docketing and filing of pleadings; review and update court docket report; receive and review correspondence; maintain calendar and service lists	0.40
11/08/04	JEH	review corporate documentation provided by S. Irwin research	1.00
11/08/04	JEH	review corresp. from M. West re: initial monthly operating reports	0.20
11/08/04	MKD	called and left a message for Mr. Lassiter regarding documents that were e-mailed to him	0.10
11/08/04	SMI	Review correspondence from Bill Edrington enclosing the filed Certificates of Formation of The Ultimate Living Group, LLC; Telephone discussion with Bill Edrington at CSC concerning the information contained in a Resignation of Registered Agent; E-mail to Jim Huggett enclosing copies of the filed Certificates of Formation of The Ultimate Living Group, LLC	0.40
11/08/04	VEV	Discussions/e-mail exchanges w/ Suzanne M. Irwin re corporation documents; receipt and review copies of the filed Certificates of Formation of The Ultimate Living Group, Certificate filed on 8/9/01 references the registered office of the Company as 30 Old Rudnick Lane, Suite 100, Dover, DE 19901; Discussions w/ Denise DeSantis and Marsha Gerson re SOFA and schedules.	1.60

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 13

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/09/04	DXD	Finalize for filing the notice of commencement of voluntary case in the Worldspan district court civil action; file notice with the court; coordinate service; docket key pleading and calendar critical dates	0.50
11/09/04	VEV	Discussions w/ James E. Huggett re items needed from John Lassiter; Follow up with John Lassiter, telephone calls and e-mail to John re Insurance Certificates, showing the UST as a notified party in the event of cancellation/lapse, 12 month projected cash flow, Proof that DIP Accounts have been opened , including copies of all bank statements for both the US and any foreign accounts for the month October 2004, discussions re no insurance for any property of the Debtor, inquiry as to U.S. employees, possible workers' compensation insurance, risk of loss/casualty at the Wilmington, DE office etc; Letter to client re October monthly operating reports; e-mail exchange w/ client re PNC funds released; conference call w/ James E. Huggett and client re immediately need to remove funds from PNC, possibly dismiss CH 11, related issues.	2.50
11/10/04	MKD	call to cleint need paperwork returned - left message	0.10

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 14

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/10/04	VEV	E-mails to John Lassiter and James E. Huggett re need to discuss, required documentation, information needed etc re Insurance Certificates, 12 month projected cash flow, Proof that DIP Accounts have been opened, including copies of all bank statements for both the US and any foreign accounts for the month October 2004, questions regarding insurance for any property of the Debtor, need to know exactly why, possible U.S. employees, workers' compensation insurance, physical property locations, issues re risk of loss/casualty at the Wilmington, DE office, cash flow, spreadsheet information etc.; Detailed Conference call with John Lassiter and James E. Huggett re strategy, possible dismissal of case, issues re protection in the interim, Motion to vacate judgment for improper service to be heard in Fed. District Court, J. Farnan; need to call US Trustee office re status of required documentation etc.	1.30
11/11/04	DXD	Prepare agenda for matters scheduled for hearing on 11/19/04; prepare certificate of service and service list; prepare index and pleadings binders	2.00
11/12/04	JEH	changes of M. Harrison to firm's retention application, etc.	0.60
11/12/04	VEV	E-mail exchanges, telephone calls w/ James E. Huggett re status of documents needed.	0.30
11/15/04	ERD	Receive and review correspondence from J. Huggett regarding DIP operating requirements	0.10
11/15/04	JEH	working on schedules and SOFA per information provided by client	0.60

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 15

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/16/04	DXD	Finalize for filing the agenda for matters scheduled for hearing on 11/19/04; e-file agenda and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
11/16/04	DXD	Prepare the certificate of no objection for the motion to extend time to file schedules	0.50
11/16/04	DXD	Finalize for filing the certificate of no objection for the motion to extend time to file schedules; e-file certificate; coordinate service; docket key pleading and calendar critical dates	0.40
11/16/04	JEH	work with DD to edit, finalize and file agenda and hearing binder for November 19, 2004 hearing	0.20
11/16/04	JEH	multiple corresp. and calls with U.S. Trustee's office re: agenda, dismissal of case, etc.	0.40
11/16/04	MKD	review of schedules received and revisions to schedules and statement of financial affairs	0.30
11/17/04	JEH	review U.S. Trustee's motion to dismiss the case (0.2), multiple calls and e-mails to client re: various open matters (0.2)	0.40
11/18/04	DXD	Finalize for filing the amended initial monthly operating report; e-file report and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
11/18/04	DXD	Review and revise schedules, statement of financial affairs and list of creditors holding twenty largest unsecured claims	0.60
11/18/04	DXD	Coordinate docketing and filing of pleadings; review and update court docket report; receive and review correspondence; maintain calendar and service lists	0.40

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 16

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/18/04	JEH	edit, finalize and gather documents respecting revised initial monthly operating report	0.70
11/18/04	JEH	review, edit and finalize, and gather relevant exhibits and documents for, schedules	1.20
11/18/04	JEH	review, edit and finalize, and gather relevant exhibits and documents for, statement of financial affairs	1.10
11/18/04	JEH	review, edit and finalize affidavit of J. Lassiter in support of filing	1.00
11/18/04	JEH	review, edit and finalize, and gather relevant exhibits and documents for, list of 20 largest creditors	0.30
11/18/04	JEH	review, edit and finalize, and gather relevant exhibits and documents for, list of equity security holders	0.20
11/18/04	JEH	review and distribute court's order granting extension of time to file schedules and SOFA	0.10
11/18/04	JEH	drafting documents and dealing with M. Harrison at U.S. Trustee's office regarding list of professionals to work on case and related information (0.2) and revised form of order regarding FG retention application (0.2)	0.40
11/19/04	DXD	Finalize for filing the verification of creditor matrix; e-file verification; docket key pleading and calendar critical dates	0.40
11/19/04	DXD	Finalize for filing the statement of authority; e-file statement; docket key pleading and calendar critical dates	0.40
11/19/04	DXD	Prepare the certificate of service for the schedules; prepare service list	0.50
11/19/04	DXD	Finalize for filing the summary of schedules; e-file schedules; docket key pleading and calendar critical dates	0.40

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 17

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
11/19/04	DXD	Finalize for filing the statement of financial affairs; e-file statement; docket key pleading and calendar critical dates	0.40
11/19/04	DXD	Finalize for filing the affidavit in support of petition; e-file affidavit; docket key pleading and calendar critical dates	0.40
11/19/04	DXD	Finalize for filing the list of creditors holding twenty largest unsecured claims; e-file list; docket key pleading and calendar critical dates	0.40
11/19/04	DXD	Finalize for filing the certificate of service for the schedules; e-file certificate; coordinate service; docket key pleading and calendar critical dates	0.50
11/19/04	JEH	prepare for and attend hearing before Judge Walrath	0.50
11/22/04	DXD	Coordinate docketing and filing of pleadings; review and update court docket report; receive and review correspondence; maintain calendar and service lists	0.40
11/22/04	JEH	prepare for (0.9) and attend section 341 meeting with J. Lassiter and advise him afterwards regarding open issues, service in Worldspan matter, etc. (1.9)	2.80
11/23/04	DXD	Finalize for filing the summons and notice of pretrial conference in the Worldspan adversary action; e-file summons and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
11/23/04	JEH	letter to J. Lassiter re: follow up information sought from US Trustee's Office	0.20
11/26/04	JEH	review and reply to letter from France Telecom re: phone, ISD line and internet service to Debtor	0.20
12/10/04	JJS	Spoke with Jim Huggett regarding research for vacating D. Ct. judgment.	0.90

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 18

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
12/12/04	JJS	Researched causes of action in complaint against debtor and Lassiter. Drafted memorandum on research findings.	3.60
12/13/04	JJS	Researched and analyzed law on "minimum contacts" regarding a dismissal action for lack of personal jurisdiction in Worldspan matter.	2.20
12/13/04	JEH	draft, edit, finalize, file and serve motion to extend time to decide whether to assume or reject real property lease	1.00
12/14/04	DXD	Prepare notice of agenda of matters scheduled for hearing on 12/17/04; prepare certificate of service and service list; prepare index and binders of pleadings; prepare final orders for submission to chambers	1.50
12/14/04	DXD	Prepare 12/17 agenda and binders	N/C N/C
12/14/04	ERD	Receive and review Motion to Dismiss.	0.50
12/15/04	DXD	Finalize for filing the notice of agenda of matters scheduled for hearing on 12/17/04; e-file notice and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
12/17/04	DXD	Finalize for filing the motion for entry of order granting extension of time to assume or reject leases; e-file motion and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
12/17/04	DXD	Coordinate docketing and filing of pleadings and correspondence in case files	0.90
12/29/04	DXD	Prepare the notice and affidavit for request to change filing date of motion for entry of order granting extension of time to assume or reject leases	0.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 19

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
12/30/04	DXD	Finalize for filing the notice and affidavit for request to change filing date of motion for entry of order granting extension of time to assume or reject leases; e-file notice and attachments; coordinate service; docket key pleading and calendar critical dates	0.50
01/07/05	DXD	Review and update court docket report (.3); coordinate docketing and filing of pleadings (.9)	1.20
01/11/05	JJS	Spoke with Jim Huggett regarding issues raised in Plaintiff's opposition to motion to dismiss the complaint as to John Lassiter.	0.20
01/11/05	JJS	Researched and analyzed caselaw on issues raised in Plaintiff's opposition to motion to dismiss the complaint for failure to state a cause of action.	2.20
01/11/05	JJS	Began draft of response to Plaintiff's opposition to motion to dismiss the complaint for failure to state a cause of action.	1.20
01/12/05	DXD	Finalize for filing the motion to extend time to respond to motion to dismiss the complaint filed in the civil action (.2); file reply with the district court (.1); coordinate service (.1); docket key pleading and calendar critical dates (.1)	0.50
01/12/05	JJS	Reviewed, edited and revised reply to Plaintiff Worldspan's opposition to motion to dismiss as to Defendant Lassiter.	1.20
01/12/05	JJS	Researched, analyzed and distinguished the legal authority in Plaintiff Worldspan's opposition to motion to dismiss complaint.	2.20
01/13/05	DXD	Review and update court docket report (.1); coordinate docketing and filing of pleadings (.5)	0.60

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
Bill Number 57757

Page 20

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
01/13/05	JJS	Reviewed, edited and revised draft of reply to Plaintiff's response to motion to dismiss the complaint.	1.50
01/13/05	JJS	Researched and analyzed law regarding piercing the corporate veil as it relates to motion to dismiss breach of contract action.	0.40
01/13/05	JJS	Met with Jim Huggett regarding revision to reply to Plaintiff's response to motion to dismiss complaint for failure to state a cause of action.	1.20
01/13/05	JJS	Revised and edited draft of reply to plaintiff's opposition to motion to dismiss.	1.80
01/13/05	JEH	edit reply brief regarding motion to dismiss complaint in meeting with J. Shrum	1.00
01/13/05	JEH	review order of Judge Farnan re: stay of proceedings re: debtor in District Court litigation, review letter of Plaintiff's counsel	0.20
01/14/05	ERD	Receive and review correspondence from J. Huggett regarding status of compliance with post-petition DIP obligations.	0.10
01/14/05	JJS	Reviewed Jim Huggett's letter to Judge Farnan regarding Worldspan's late response to motion to dismiss for failure to state a cause of action.	0.10
01/14/05	JEH	review and edit J. Shrum blackline draft of reply to response to motion to dismiss complaint against Lassiter personally	0.30
01/18/05	DXD	Finalize for filing the reply to plaintiff's brief in opposition to dismiss the complaint filed in the civil action (.2); file reply with the district court (.1); coordinate service (.1); docket key pleading and calendar critical dates (.1)	0.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 21

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
01/18/05	DXD	Prepare notice of agenda of matters scheduled for hearing on 1/24/05 (.8); prepare certificate of service and service list (.2)	1.00
01/18/05	DXD	Prepare index and pleadings binder for 1/24/05 hearing	0.40
01/18/05	JJS	Reviewed edited version of reply to plaintiff's opposition to motion to dismiss with Jim Huggett.	0.70
01/18/05	JJS	Edited and revised draft of reply to plaintiff's opposition to motion to dismiss.	0.50
01/18/05	JJS	Reviewed and edited reply to the plaintiff's opposition to motion to dismiss for failure to state a cause of action.	0.70
01/18/05	JEH	edit and finalize response to plaintiff's reply to motion to dismiss	0.20
01/20/05	DXD	Finalize for filing the notice of agenda of matters scheduled for hearing on 1/24/05 (.3); e-file agenda and attachments (.1); coordinate service (.1); docket key pleading and calendar critical dates	0.50
01/20/05	DXD	Review and update court docket report (.1); coordinate docketing and filing of pleadings (.2)	0.30
01/24/05	JJS	Reviewed and analyzed file and docket in preparation for attending hearing before Judge Walrath.	0.80
01/24/05	JJS	Attended hearing before Judge Walrath regarding dismissal of adversary proceeding against Worldspan.	0.60
01/24/05	JEH	prepare JSS for pre-trial conference before Judge Walrath, calls and e-mails to client, calls and e-mails to M. McCauley re: dismissal of adversary proceeding	0.40

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
Bill Number 57757

Page 22

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
01/24/05	JEH	review Debtor's monthly operating reports, faxed to me this morning, re: October 18, 2005 through October 31, 2005, then review 13 month cash flow projection and November and December monthly operating reports, again, all faxed to me this morning for first time	1.70
01/25/05	DXD	Maintain case calendar (.5); update service lists (.2)	0.70
01/26/05	ERD	Receive/review Worldspan Motion.	0.40
01/27/05	JJS	Reviewed stipulation of dismissal of adversary proceeding.	0.30
01/31/05	DXD	Finalize for filing the monthly operating report for the November 2004 reporting period (.2); e-file report and attachments (.1); coordinate service (.1); docket key pleading and calendar critical dates (.1)	0.50
01/31/05	DXD	Finalize for filing the monthly operating report for the December 2004 reporting period (.2); e-file report and attachments (.1); coordinate service (.1); docket key pleading and calendar critical dates (.1)	0.50
01/31/05	DXD	Finalize for filing the second motion for extension to assume or reject its unexpired leases of non-residential real property (.2); e-file motion and attachments (.1); coordinate service (.1); docket key pleading and calendar critical dates (.1)	0.50
01/31/05	JJS	Filed stipulation of dismissal in adversary proceeding against Worldspan.	0.10
01/31/05	JEH	draft second motion to extend time to assume or reject real property leases	0.40
02/03/05	JEH	corresp. with client re: current status - rescheduling continued section 341 meeting, etc.	0.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 23

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
02/08/05	DXD	Finalize for filing the stipulation of dismissal in the Worldspan, L.P. adversary proceeding; (.2) e-file stipulation and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
02/15/05	JEH	review motion to convert case and all exhibits (1.0), draft correspondence to client re: addressing same, accounting issues, etc. (0.3)	1.30
03/07/05	JJS	Reviewed, analyzed and edited motion vacating default judgment.	0.70
03/07/05	JEH	draft application to retain accountant, motion to shorten and all related pleadings	1.90
03/07/05	JEH	review reports provided by J. Lassiter re: financial performance post-petition	0.30
03/08/05	DXD	Finalize for filing the motion to shorten time regarding application to employ Seitz-Sublett as accountants; (.2) e-file motion and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/08/05	DXD	Prepare pleadings binder for delivery to chambers regarding motion to shorten time regarding application to employ Seitz-Sublett as accountants	0.60
03/08/05	JEH	research and drafting on trustee's motion, related issues, have continued to follow up with JL but no response	1.00
03/09/05	DXD	Prepare the certificate of service and service list regarding order for shortened notice to retain accountant	0.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 24

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
03/09/05	DXD	Finalize for filing the certificate of service and service list regarding order for shortened notice to retain accountant; (.2) e-file motion and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/14/05	DXD	Prepare index and pleadings binder for 3/18/05 hearing	0.50
03/14/05	DXD	Prepare notice of agenda of matters scheduled for hearing on 3/18/05 (.1); prepare certificate of service and service list (.5)	0.80
03/14/05	JEH	phone call from IRS representatives re: tax id number on petition and related issues	0.30
03/16/05	DXD	Finalize for filing the notice of agenda for hearing on 3/18/05; (.2) e-file agenda and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/16/05	JEH	corresp. and calls with M. Harrison re: April 15, 2005 hearing on conversion motion and other matters, call with accountant proposed to be retained by estate	0.30
03/17/05	DXD	Finalize for filing the notice of amended agenda for hearing on 3/18/05; (.2) e-file agenda and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/17/05	JJS	Met with Jim Huggett regarding case posture.	0.30
03/18/05	DXD	Prepare the certificate of no objection regarding application to retain Seitz-Sublett as accountants	0.40
03/18/05	DXD	Finalize for filing the certificate of no objection regarding application to retain Seitz-Sublett as accountants; (.2) e-file certificate (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.40

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 25

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
03/18/05	DXD	Prepare the motion and order for admission pro hac vice for J. Shrum	0.40
03/18/05	DXD	Finalize for filing the motion and order for admission pro hac vice for J. Shrum; (.2) e-file motion and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/18/05	DXD	Coordinate docketing and filing of pleadings; (.6) review and update court docket reports; (.2) maintain calendar and service lists (.2)	0.70
03/18/05	JJS	Prepared for hearing regarding the agenda for March 18, 2005.	0.50
03/18/05	JJS	Attended hearing for agenda matters on for the March 28, 2005 omnibus hearing.	1.10
03/23/05	DXD	Finalize for filing the notice of hearing and objection deadline regarding extension of time to assume leases; (.2) e-file notice and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/29/05	JEH	call and corresp. to M. Harrison re: service of subpoena, dealing w ith accountant on production of revised monthly operating reports, etc.	0.40
03/29/05	JEH	prepare for (0.2) and conduct (0.4) conference call with accountant to Debtor and J. Lassiter	0.60
03/29/05	JEH	letter to J. Lassiter re: potential conversion	0.20
03/30/05	JEH	docket research regarding status of efforts to vacate / dismiss district court litigation	0.20

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 26

The Ultimate Living Group, LLC

**PROFESSIONAL SERVICES PERFORMED**

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>
03/31/05	DXD	Finalize for filing the third motion for order granting extension until 5/3/05 to assume or reject property leases; (.2) e-file motion and attachments; (.1) coordinate service; (.1) docket key pleading and calendar critical dates (.1)	0.50
03/31/05	JEH	draft motion for extension of time period to decide whether to assume or reject lease	0.30
03/31/05	JEH	correspondence and conferencing between account and J. Lassiter re: financial documents provided, MOR's, etc.	0.50
03/31/05	JEH	review subpoena issued by U.S. Trustee's Office, call and corresp. to J. Lassiter re: same	0.30
04/11/05	JEH	review corresp. By and between accountant and debtor re: money market accounts	0.10
04/12/05	JJS	Reviewed agenda items and documents in preparation for hearing on April 15. Reviewed docket for same.	0.70
04/12/05	JEH	corresp. From accountant then cal to J. Lassiter re: money-market account statements operating reports, etc.	0.30
04/12/05	JEH	call from C. Seitz re: son't be able to complete all of the reports by April 15, 2005 but should have several months' worth, ongoing issues with document transfer, etc.	0.20
04/12/05	JEH	draft and edit Flaster final Fee application	0.50
04/14/05	JJS	Drafted Amended Agenda reflecting that hearing is cancelled. Drafted certification of counsel regarding same.	0.50

**TOTAL PROFESSIONAL SERVICES \$33,124.50**

**PROFESSIONAL SERVICES SUMMARY**

Kenneth S. Goodkind	0.40 Hrs	120.00
Edwin R. Dressel	2.10 Hrs	588.00
Edwin R. Dressel	0.50 Hrs	147.50
Victoria E. Varrassa	26.90 Hrs	4,304.00
Suzanne M. Irwin	2.60 Hrs	390.00
James Huggett	41.60 Hrs	9,984.00
James Huggett	7.60 Hrs	1,900.00
Denise DeSantis	0.00 Hrs	N/C
Denise DeSantis	46.00 Hrs	6,900.00
Denise DeSantis	4.80 Hrs	744.00
Marsha K Donato	1.10 Hrs	126.50
Jack Shrum	24.50 Hrs	3,986.00
Jack Shrum	18.30 Hrs	3,934.50
	176.40 Hrs	\$33,124.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

**COSTS ADVANCED****Telephone Conference Calls**

10/19/04	33()625595001 (7 x \$.23)	1.61
10/22/04	33()625595001 (10 X \$.23)	2.30
10/18/04	33()625595001 (9 x \$.23 )	2.07
10/19/04	33()625595001	0.16
10/22/04	33()625595001	0.23
10/18/04	33()625595001	0.21
		6.58

**Courier Service**

11/30/04	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 35264, Check 45390 TriState Courier Service	19.50
11/19/04	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 34960 Tristate Courier & Carriage - Courier Service	6.50
11/13/04	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 35146 Courier Service	29.50
10/23/04	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 34457 Courier Service	6.50
01/15/05	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 37176 Tri-State - Courier Service	10.00
01/22/05	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 37617 Tri-State - Courier Service	16.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 29

## The Ultimate Living Group, LLC

01/08/05	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 37017 TriState - Courier Service	6.50
12/18/04	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 36392 TriState Courier & Carriage - Courier Service	26.50
03/12/05	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 39788 TriState Courier & Carriage, Inc. - Overnight mail service	6.50
03/19/05	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 39993 TriState Courier & Carriage - Courier Service	13.00
		141.00
<b>UCC Work</b>		
11/11/04	Fee to obtain filed copies of Certificates of Formation of The Ultimate Living Group LLC.	124.00
		124.00
<b>Fax Transmission</b>		
11/01/04	901137793502474	2.50
11/01/04	901133493185598	2.50
11/01/04	901133498112253	2.50
11/05/04	901133498112253	1.00
11/01/04	901133493019571	2.50
11/05/04	901137793502474	1.00
11/05/04	901133493185598	1.00
11/05/04	901133493019571	1.00
01/20/05	94787625	1.50
		15.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest  
 at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our  
 Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 30

## The Ultimate Living Group, LLC

## Federal Express

11/08/04	Vendor 14: Federal Express, Voucher 34840 Federal Express - Overnight Delivery	32.85
		32.85

## Filing Fee

10/18/04	Vendor 2069: American Express, Voucher 33984 US Bankruptcy Court - Filing fee	839.00
12/02/04	Vendor 2069: American Express, Voucher 35434 US Bankruptcy Court - Filing fee	150.00
		989.00

## Invoice Charged to Client

10/29/04	Pacer Invoice	10.29
10/29/04	Vendor 3613: TriState Courier & Carriage, Inc., Voucher 34461 TriState Courier & Carriage - Document Charges	25.00
11/30/04	Pacer Invoice	1.33
12/03/04	Vendor 3030: Virtual Docket.com, Voucher 35362 Virtual Docket.com - Scanning service	30.75
		67.37

## Other Client Charges

11/30/04	Postage fee for the month of November	25.45
10/29/04	Postage for the month of October	26.58
12/31/04	Postage for the month of December	3.43
12/31/04	Postage for the month	16.70
		72.16

## Photocopies

11/23/04	6.00
11/19/04	1.95
11/08/04	0.60

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 31

The Ultimate Living Group, LLC

11/16/04		10.20
11/01/04		3.90
11/01/04		9.60
11/01/04		1.20
10/27/04		5.55
10/27/04		34.80
01/31/05		4.05
01/31/05		2.40
01/20/05		5.40
12/20/04		4.05
		89.70

**Travel Expense**

11/01/04	Vendor 3007: James Huggett, Voucher 34466 Parking in Wilmington, DE for JEH	9.00
11/01/04	Vendor 3007: James Huggett, Voucher 34466 Dinner for JEH at Restaurant 821 in Wilmington, DE	44.00
11/01/04	Vendor 3007: James Huggett, Voucher 34466 Parking in Wilmington, DE for JEH	9.00
11/01/04	Vendor 3007: James Huggett, Voucher 34466 Dinner for JEH at Mikimotos Japanese Restaurant in Wilmington, DE	40.50
11/01/04	Vendor 3007: James Huggett, Voucher 34466 Parking in Wilmington, DE for JEH	9.00
10/27/04	Vendor 3192: Denise DeSantis, Voucher 34233 Colonial Parking in Wilmington, DE for DXD	9.00
10/27/04	Vendor 3192: Denise DeSantis, Voucher 34233 Colonial Parking in Wilmington, DE for DXD	9.00
12/21/04	Vendor 3007: James Huggett, Voucher 36173 Parking for JEH	8.50

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest  
 at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our  
 Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
 Bill Number 57757

Page 32

## The Ultimate Living Group, LLC

12/21/04	Vendor 3007: James Huggett, Voucher 36173 Parking for JEH	8.50
12/06/04	Vendor 3007: James Huggett, Voucher 35496 Dinner at Media Peking Restaurant in Media, PA for JEH	20.73
12/06/04	Vendor 3007: James Huggett, Voucher 35496 Lunch at J. Farmers for JEH	6.59
12/21/04	Vendor 3007: James Huggett, Voucher 36173 Dinner at Media Peking Restaurant for JEH	41.85
12/06/04	Vendor 3007: James Huggett, Voucher 35496 Lunch at J. Farmers for JEH	6.74
		222.41

## West Law Computer Research

10/25/04	Westlaw Online Research	8.17
01/25/05	Westlaw - Legal Research	14.34
10/19/04	Westlaw - Online Research	61.15
10/20/04	Westlaw - Online Research	84.96
12/17/04	Westlaw - Legal Research	29.96
03/08/05	Westlaw - Online research	1.44
		200.02

## Invoice Charged to Client

12/29/04	Pacer Invoice	0.35
12/29/04	Pacer Invoice	0.35
12/29/04	Pacer Invoice	0.35
12/29/04	Pacer Invoice	0.21
12/29/04	Pacer Invoice	0.35
12/29/04	Pacer Invoice	0.07
12/29/04	Pacer Invoice	0.07
12/29/04	Pacer Invoice	0.07
12/14/04	Pacer Invoice	0.07
12/28/04	Pacer Invoice	0.35
12/29/04	Pacer Invoice	0.07
12/14/04	Pacer Invoice	0.07
12/14/04	Pacer Invoice	0.07
12/14/04	Pacer Invoice	0.35
12/14/04	Pacer Invoice	0.21
12/14/04	Pacer Invoice	0.07
12/14/04	Pacer Invoice	0.07

12/10/04	Pacer Invoice	0.07
12/13/04	Pacer Invoice	0.07
12/14/04	Pacer Invoice	0.07
01/31/05	Pacer - Search	4.24 7.60
<b>TOTAL COSTS ADVANCED</b>		<b>\$1,968.19</b>
<b>LESS TOTAL ADJUSTMENTS</b>		<b>\$0.00</b>
<b>CURRENT BILLING FOR THIS MATTER</b>		<b>\$35,092.69</b>

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue Interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

April 25, 2005  
Bill Number 57757

Page 34

The Ultimate Living Group, LLC

**INVOICE TOTAL - ALL MATTERS \$35,092.69**

Please make checks payable to Flaster/Greenberg, and include client and matter number on all checks

Payments for services are due upon receipt. Outstanding bills over 30 days will accrue interest at the rate of 1 1/2% per month (18% per annum) on the unpaid balance. Please contact our Controller to make arrangements for payment by credit card or wire transfer

\* - Interest Accumulated Since Last Invoice

**ATTACHMENT B**  
**LOCAL FORM 102/RULE 2016-2**  
**FEE SUMMARY**

October 18, 2004 through May 31, 2005

<u>Name of Professional</u>	<u>Position of Applicant (Year Licensed to Practice)</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Kenneth S. Goodkind	Shareholder <u>J.D. 1978</u>	300.00	0.40	\$120.00
Edwin R. Dressel	Shareholder <u>J.D. 1988</u>	280.00	2.10	\$588.00
Edwin R. Dressel	Shareholder <u>J.D. 1988</u>	295.00	0.50	\$147.50
Victoria E. Varrasse	Associate <u>J.D. 2001</u>	160.00	26.90	\$4,304.00
Suzanne M. Irwin	Paralegal	150.00	2.60	\$390.00
James E. Huggett	Associate <u>J.D. 2000</u>	240.00	41.60	\$9,984.00
James E. Huggett	Associate <u>J.D. 2000</u>	250.00	7.60	\$1,900.00
Denise DeSantis	Paralegal	150.00	46.00	\$6,900.00
Denise DeSantis	Paralegal	165.00	4.80	\$744.00
Marsha Donato	Paralegal	115.00	1.10	\$126.50
Jack Shrum	Associate	24.50	160.00	3,986.00*
Jack Shrum	Associate	18.30	215.00	\$3,934.50
<b>Total</b>			<b>176.40</b>	<b>32,602.50</b>

\* Discrepancy on invoice in the amount of \$60.00.

**ATTACHMENT B**  
**LOCAL FORM 102/RULE 2016-2**  
**COMPENSATION BY PROJECT CATEGORY**

<b>PROJECT CATEGORY:</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
1. – <u>FG Fee/Employment Applications</u>		
2. – <u>Other Professionals' Fee/ Employment Issues</u>		
3. – <u>Debtor's Business Operations</u>		
4. – <u>Secured Creditor Issues</u>		
5. – <u>Executory Contracts and Leases</u>		
6. – <u>Relief From Stay Issues</u>		
7. – <u>Asset Disposition/Sale of Assets</u>		
8. – <u>Employee Issues, Agreements</u>		
9. – <u>Litigation, Avoidance Actions</u>		
10.c <u>Claims Review and Resolution</u>		
11.- <u>Estate Administration</u>		
12. – <u>Allocated Office Expense 5%</u>		
<b>TOTALS</b>	<u>176.40</u>	<u>\$33,124.50</u>

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

THE ULTIMATE LIVING GROUP, LLC,

Debtor.

Chapter 7

Case No. 07-cv-00161-JJF

**CERTIFICATE OF SERVICE**

I, Jennifer L. Vagnozzi, do hereby certify that on this 24th day of October, 2007, a true and correct copy of the foregoing FIRST AND FINAL FEE APPLICATION OF FLASTER/GREENBERG P.C., COUNSEL FOR THE ULTIMATE LIVING GROUP, LLC, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES was caused to be served upon the parties on the attached service list via first class mail.

Dated: October 24, 2007

By:   
JENNIFER L. VAGNOZZI

**SERVICE LIST**  
**THE ULTIMATE LIVING GROUP, LLC**  
**CH. 7, CASE NO. 04-12990**

James E. Huggett, Esquire Margolis Edelstein 750 South Madison Street, Suite 102 Wilmington, DE 19801 Telephone: 302.888.1112 Facsimile: 302.888.1119 Attorneys for Debtor	Office of the US Trustee 844 King St., Room 2207 Lockbox #35 Wilmington, DE 19899-0035 Facsimile:
Michael B. McCauley, Esquire Palmer, Biezup & Henderson, LLP 1223 Foulk Road Wilmington, DE 19803 Facsimile: 302-478-7625 Attorneys for Worldspan, L.P.	ASSEDIC 44 Rue Berlioz BP 1154 06003 Nice Cedex 1 France
Azur Assurance 2 Place George Sand BP 8 18007 Bourges Cediec France	France Telecom ADV Seg N 06BP 2089 16102 Nice Cedex 2 France
George Vidry One Avenue General de Gaulle 06232 Ville Franche France	Munegu 28 Bis Avenue de l'Annociade MC 98000 Monaco France
URSAFF des Alpes Maritimes 152 Avenue de la Californie 06200 Nice France	Commerce Associates Attn: Landlord Tenant The Ultimate Living Group, LLC One Commerce Center, 1201 N. Orange St. Wilmington, DE 19801
Levy Properties 7 Rue Montyan 75007 Paris France	